

BURLINGTON NORTHERN INC.

October 15, 1984

RECORDATION NO. **6032-F** Filed 1425

OCT 19 1984 1 05 PM

INTERSTATE COMMERCE COMMISSION
4-293A130

James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. **OCT 19 1984**
Date
Fee \$ **10.00**

ICC OFFICE OF
THE SECRETARY
OCT 19 1 53 PM '84
MOTOR OPERATING UNIT

Dear Secretary Bayne:

ICC Washington, D.C.

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Great Northern Railway Third Equipment Trust of 1968 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Great Northern Railway Third Equipment Trust of 1968 dated as of December 1, 1968 with Burlington Equipment Company as builder was recorded with the Interstate Commerce Commission on December 19, 1968 - ICC Recordation No. 6032.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

Citibank, N.A.
Corporate Trust Department
5 Hanover Square
New York, NY 10043

Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Letter to Secretary Bayne
Page 2

Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads
Kunkel Transportation Services, Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C.

Very truly yours,



Deborah Blucher
Secretary to the
Law Department
(206) 467-3869

Enclosures

DSB:db

Interstate Commerce Commission
Washington, D.C. 20423

10/19/84

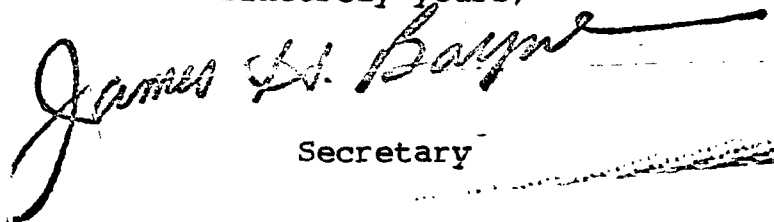
OFFICE OF THE SECRETARY

Deborah Blucher, Sec.
Burlington Northern Inc.
999 Third Ave.
Seattle, Washington 98104-4097

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/19/84 at 2:05pm and assigned re-
recording number(s). 6032- F

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 6032-F Filed 1425

Executed in 15 counterparts of
which this is counterpart No. 02

OCT 18 1984 2 05 PM

INTERSTATE COMMERCE COMMISSION BILL OF SALE

WHEREAS, by a certain Lease of Railroad Equipment dated December 1, 1968, First National City Bank, as Trustee, hereinafter referred to as the "Trustee", under an Agreement dated December 1, 1968, creating an equipment trust designated "Great Northern Railway Third Equipment Trust of 1968", by and among Burlington Equipment Company, as Vendor, First National City Bank (now Citibank, N.A.) and Great Northern Railway Company (now by merger Burlington Northern Railroad Company), hereinafter referred to as the "Company", did lease upon certain terms and conditions as set forth in said Lease of Railroad Equipment the railroad equipment described therein;

WHEREAS, said Lease, together with the related Agreement, was recorded with the Interstate Commerce Commission on December 19, 1968, as ICC Recordation No. 6032;

WHEREAS, by said Lease, the Trustee agreed that upon full and final payment of the rent and other monies which the Company had thereunder covenanted to pay, the Trustee would sell, assign and transfer, or cause to be sold, assigned or transferred to the Company, as its absolute property, all of the trust equipment then held under the Lease, and to evidence such sale and transfer by a proper

bill of sale so that thereupon and thereafter the absolute ownership in said trust equipment should be and become vested in the Company;

WHEREAS, the Company has fully paid all of the rent and all of the payments which it agreed to make in accordance with the provisions of said Lease.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

That, Citibank, N.A., Trustee under said Equipment Trust dated as of December 1, 1968, in pursuance of the terms and conditions of said Lease and of said Agreement above referred to, and in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Burlington Northern Railroad Company, the Company, the receipt of which is hereby acknowledged, does hereby release, assign, sell, transfer and deliver to the Company, its successors and assigns, all right, title and interest of said Trustee in and to the railroad equipment described in said Lease or in any Supplements thereto, but without representation as to the correctness of the numbering of such equipment or as to whether or not it is in existence and now in the possession of said Company without covenants or warranties express or implied and without recourse to Citibank, N.A. in any event. A description of said equipment is attached hereto.

TO HAVE AND TO HOLD the same unto the said Company, its successors and assigns, forever.

This Bill of Sale is simultaneously executed in several counterparts, each of which, so executed, is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., as Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 24th day of September, 1984.

CITIBANK, N.A.

By 

Title: **Senior Trust Officer**

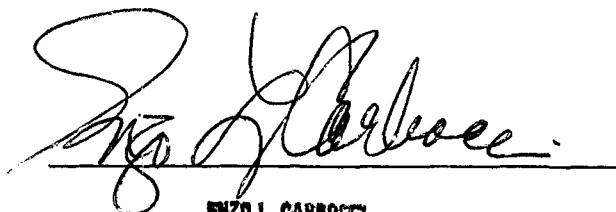
ATTEST:

K. K. McKenna
Title: **K.K. McKenna**
TRUST OFFICER

STATE OF New York ,
COUNTY OF New York) ss

On this 24th day of September, 1984, before
me personally appeared Ronald L. Pierce, to me person-
ally known, who being by me duly sworn, says that he is ~~the~~ a
Senior Trust Officer of Citibank, N.A., that the
seal affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed
and sealed on behalf of said corporation by authority of its
Board of Directors, and he acknowledged that the execution
of the foregoing instrument was the free act and deed of
said corporation.

(NOTARIAL SEAL)



ENZO L. CARBONE
Notary Public, State of New York
No. 43-560595
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1986

SCHEDULE A

Great Northern Railway Third Equipment Trust of 1968

Equipment List

<u>Number</u>	<u>Description</u>	<u>GN Series</u>	<u>BN Series</u>
2	Flat cars	GN 631189,631190	BN 630651, 630652
2	Airslide Covered Hopper Cars	GN 413309,413310	-
1	Airslide Covered Hopper Car	GN 410343	-
300	Covered Hoppers	170000-170002	-
		170004	-
		170005-170008	454005-454008
		170009	-
		170010,170011	454010, 454011
		170012-170014	-
		170016	454016
		170017	-
		170018	454018
		170019,170020	-
		170021,170022	454021, 454022
		170023	-
		170024	454024
		170025-170031	-
		170032	454032
		170033-170038	-
		170039	454039
		170040	-
		170041	454041
		170042,170043	-
		170044-170048	454044-454048
		170049	-
		170050	454050
		170051	-
		170052	454052
		170053,170054	-
		170055	454055
		170056	-
		170057	454057
		170058-170061	-
		170062	454062

170063-170068	-
170069-170071	454069-454071
170072	-
170073	454073
170074	-
170075	454075
170076-170080	-
170081-170082	454081-454082
170083	-
170084-170086	454084-454086
170087	-
170088	454088
170089-170092	-
170093,170094	454093, 454094
170095-170098	-
170099	454099
170100-170103	-
170104	454104
170105-170108	-
170109	454109
170110	-
170111	454111
170112-170120	-
170121	454121
170122	-
170123	454123
170124-170126	-
170127	454127
170128,170129	-
170130,170131	454130, 454131
170132-170140	-
170141	454141
170142-170144	-
170145	454145
170146-170152	-
170153,170154	454153, 454154
170155-170161	-
170162	454162
170163	-
170164-170166	454164-454166
170167	-
170168	454168
170169-170173	-
170174	454174
170176	-
170177,170178	454177, 454178
170179,170180	-
170181	454181
170182-170184	-
170185	454185
170186,170187	-

170188,170189	454188, 454189
170190-170192	-
170193	454193
170194-170197	-
170198,170199	454198, 454199
170200	-
170201	454201
170202	-
170203	454203
170204	-
170205	454205
170206-170208	-
170209	454209
170210,170211	-
170212	454212
170213-170215	-
170216,170217	454216, 454217
170218-170220	-
170221	454221
170222,170223	-
170224	454224
170225	-
170226	454226
170227	-
170228	454228
170229-170235	-
170236	454236
170237	-
170238,170239	454238, 454239
170240,170241	-
170242	454242
170243-170245	-
170246,170247	454246, 454247
170248-170253	-
170254	454254
170255-170263	-
170264	454264
170265	-
170266	454266
170267-170269	-
170270	454270
170271-170273	-
170274	454274
170275-170283	-
170284	454284
170285-170293	-
170294	454294
170295-170299	-